IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 743 OF 2006
WITH
COMPANY APPLICATION NO. 1096 OF 2006

In the matter of Scheme of Amalgamation of Conexant Systems India Private Limited and Conexant Systems (PB) Private limited with Conexant Systems Noida Private Limited and their respective shareholders.

Conexant Systems (PB) Private Limited, Pune. ... Petitioner.

Rajesh Shah i/b. Rajesh Shah & Co.
for the petitioner.

Mrs.K.V.Gautam, Dy Official Liquidator present.

C.J.Joy with Ms.Madhuri Gaikwad i/b.
Pankaj Kapoor for the Regional Director.

CORAM: V.C.DAGA, J.

DATED: 23rd February 2007.

P.C.:

. Heard.

. Perused petitions.

2. These petitions are filed under sections 391 to 394 of the Companies Act, 1956 for approval of the Scheme of Amalgamation of Conexant Systems India Private Limited, Hyderabad ("first transferor company" for short) and Conexant Systems (PB) Private limited, Pune ("second

transferor company" for short) with Conexant Systems Noida Private Limited, Noida ("transferee company" for short) and their respective shareholders.

3. This Court vide order dated 10th November, 2006, has dispensed with necessity of convening and holding meeting of the equity share holders and preference share holders of the the applicant company i.e. second transferor company in view of the consent given by the equity share holders and sole preference share holder. The consent letters are filed on record. Similarly, necessity of convening and holding meeting of the unsecured creditors of the second transferor company is also dispensed with by the very same order. Individual notices are given to the unsecured creditors. The affidavit in support thereof is filed on record.

4. The learned counsel appearing for the Regional Director, Western Region, Ministry of Company Affairs has expressed no objection for approval of this scheme. Similarly, the Official Liquidator has also given her no objection to accept this scheme of amalgamation.

5. The company petitions filed by the first transferor company and transferee company under

sections 391 to 394 of the Companies Act are pending in the Andhra Pradesh High Court and Delhi High Court respectively.

6. Having examined the scheme, the same conforms to the provisions of the Companies Act, 1956. In this view of the matter, the Scheme of Amalgamation reflected in Exh."G" to the petition is accepted and sanctioned, however, subject to he orders to be passed by the Andhra Pradesh High Court and Delhi High Court in the company petitions pending before it. Accordingly, this company petition is made absolute in terms of prayer clauses (a) to (d) incorporated therein.

7. The petitioners would pay costs of Rs.2,500/- each to the Regional Director and the Official Liquidator.

8. All the concerned including Registrar of Companies to act on the ordinary copy of this order and scheme annexed to the petition duly authenticated by the Company Registrar of this Court. Filing of drawn up order is dispensed with.

(V.C.DAGA, J.)